

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
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ORDER UNDER 11 U.S.C. § 363(b) AND FED. R. BANKR. P. 6004 AUTHORIZING AND
APPROVING ENTRY INTO AND PERFORMANCE OF LICENSE AGREEMENT WITH
GENERAL MOTORS GLOBAL TECHNOLOGY
OPERATIONS, INC. AND GENERAL MOTORS CORPORATION

("GM LICENSE AGREEMENT ORDER")

Upon the expedited motion, dated September 17, 2007 (the "Motion"),¹ of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order pursuant to 11 U.S.C. § 363(b) and Fed. R. Bankr. P. 6004 authorizing Delphi and Delphi Technologies, Inc. ("DTI") to enter into and perform their obligations under that certain License Agreement (the "License Agreement") with General Motors Global Technology Operations, Inc. ("GMGTO") and General Motors Corporation ("GM," and together with GMGTO, the "GM Entities"); and upon consideration of the limited objections to the Motion, and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their stakeholders, and other parties-in-interest; and this Court having determined that proper and adequate notice of the Motion has been given and

¹ Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

that no other or further notice is necessary; and after due deliberation thereon, and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. Delphi and DTI are authorized, but not directed, to enter into the License Agreement attached hereto as Exhibit A and to perform their obligations thereunder.
3. The License Agreement and all of the terms and conditions thereof are hereby approved.
4. Nothing in the Motion, this Order, the License Agreement, the performance of any obligation thereunder, or any other document shall prejudice any right or remedy of any Debtor against any other Debtor with respect to the allocation of (i) any payment under the License Agreement by GM to any Debtor or (ii) any obligation incurred by Delphi or DTI under the License Agreement, all of which rights or remedies (if any) are expressly reserved.
5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.

6. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
October 2, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

Exhibit A
License Agreement